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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

In re NVIDIA CORP. DERIVATIVE
LITIGATION

Master File No. C-06-06110-SBA (JCS)

STIPULATION AND MODIFIED ORDER
REGARDING SETTLEMENT

This Document Relates To:

ALL ACTIONS.

This Stipulation is entered into by and among co-lead plaintiffs, the Nominal Defendant NVIDIA Corp. (“NVIDIA”), and the individuals named as defendants in this action, through their attorneys of record.

WHEREAS, on September 22, 2008 the parties filed a Stipulation informing the Court that they had executed a Memorandum of Understanding outlining the terms of a proposed settlement and that a Motion for Preliminary Approval of Settlement would be submitted within a reasonable period of time thereafter;

WHEREAS, the parties are continuing to work on the Settlement Agreement and other settlement documents accompanying the Motion for Preliminary Approval of the Settlement, and expect to have them finalized shortly;

WHEREFORE, IT IS STIPULATED AND AGREED that:

1. The parties will submit a Motion for Preliminary Approval of Settlement by November 7, 2008.

2. The parties will notice the hearing on the Motion for Preliminary Approval of Settlement for January 20, 2009.

DATED: October 31, 2008

Respectfully Submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP
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s/ James E. Thompson
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Attorneys for Nominal Defendant NVIDIA Corporation

I, James E. Thompson, am the ECF user whose ID and password are being used to file this Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and Vacating Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that Travis E. Downs III has concurred in this filing.

DATED: October 31, 2008

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Attorneys for Co-Lead Plaintiffs

I, James E. Thompson, am the ECF user whose ID and password are being used to file this Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and Vacating Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that Stephanie Byerly has concurred in this filing.

DATED: October 31, 2008

HOWREY LLP
LEIGH A. KIRMSSE
STEPHANIE BYERLY

s/ Stephanie Byerly
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Attorneys for Defendant Christine B. Hoberg

I, James E. Thompson, am the ECF user whose ID and password are being used to file this Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and Vacating Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that Kevin Muck has concurred in this filing.

Dated: October 31, 2008

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By: s/ Kevin P. Muck

Attorneys for Chris A. Malachowsky, Jeffrey D. Fisher, Mary M. Dotz, and Daniel F. Vivoli

I, James E. Thompson, am the ECF user whose ID and password are being used to file this Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and Vacating Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that Steven Kaufhold has concurred in this filing.

1 Dated: October 31, 2008

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10 By: /s/ Steven Kaufhold

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12 Attorneys for Di Ma

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2 [ORDER
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4 Based on the stipulation of the signed parties, and good cause appearing, IT IS HEREBY
5 ORDERED that:

6 1. The parties will submit a Motion for Preliminary Approval of Settlement by
7 November 7, 2008.
8 2. The parties will notice the hearing on the Motion for Preliminary Approval of
9 Settlement for January 27, 2009.

10 IT IS SO ORDERED.
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12 DATED: 11/3/08

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14 THE HONORABLE
15 SAUNDRA BROWN ARMSTRONG
16 UNITED STATES DISTRICT JUDGE
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